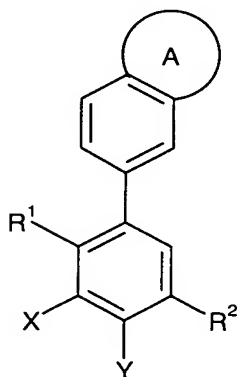


Amendments to the claims

This listing of claims will replace all prior versions, and listings, of claims in the application:

1. (original) A compound of formula (I):



(I)

wherein

A is a fused 5-membered heteroaryl ring substituted by $-(CH_2)_m$ aryl or $-(CH_2)_m$ heteroaryl wherein the aryl or heteroaryl is optionally substituted by one or more substituents independently selected from oxo, C₁₋₆alkyl, halogen, -CN, trifluoromethyl, -OR³, $-(CH_2)_nCO_2R^3$, -NR³R⁴, $-(CH_2)_nCONR^3R^4$, -NHCOR³, -SO₂NR³R⁴, -NHSO₂R³ and -S(O)_pR³, and

A is optionally further substituted by one substituent selected from -OR⁵, halogen, trifluoromethyl, -CN, -CO₂R⁵ and C₁₋₆alkyl optionally substituted by hydroxy;

R¹ is selected from methyl and chloro;

R² is selected from -NH-CO-R⁶ and -CO-NH-(CH₂)_q-R⁷;

R³ is selected from hydrogen, $-(CH_2)_r$ -C₃₋₇cycloalkyl, $-(CH_2)_r$ heterocyclyl, $-(CH_2)_r$ aryl, and C₁₋₆alkyl optionally substituted by up to two substituents independently selected from -OR⁸ and -NR⁸R⁹,

R⁴ is selected from hydrogen and C₁₋₆alkyl, or

R³ and R⁴, together with the nitrogen atom to which they are bound, form a 5- or 6-membered heterocyclic ring optionally containing one additional heteroatom selected from oxygen, sulfur and N-R¹⁰;

R⁵ is selected from hydrogen and C₁₋₆alkyl;

R⁶ is selected from hydrogen, C₁₋₆alkyl, -(CH₂)_q-C₃₋₇cycloalkyl, trifluoromethyl, -(CH₂)_sheteroaryl optionally substituted by R¹¹ and/or R¹², and -(CH₂)_sphenyl optionally substituted by R¹¹ and/or R¹²;

R⁷ is selected from hydrogen, C₁₋₆alkyl, C₃₋₇cycloalkyl, -CONHR¹³, phenyl optionally substituted by R¹¹ and/or R¹², and heteroaryl optionally substituted by R¹¹ and/or R¹²;

R⁸ and R⁹ are each independently selected from hydrogen and C₁₋₆alkyl;

R¹⁰ is selected from hydrogen and methyl;

R¹¹ is selected from C₁₋₆alkyl, C₁₋₆alkoxy, -(CH₂)_q-C₃₋₇cycloalkyl, -CONR¹³R¹⁴, -NHCOR¹⁴, halogen, -CN, -(CH₂)_tNR¹⁵R¹⁶, trifluoromethyl, phenyl optionally substituted by one or more R¹² groups, and heteroaryl optionally substituted by one or more R¹² groups;

R¹² is selected from C₁₋₆alkyl, C₁₋₆alkoxy, halogen, trifluoromethyl, and -(CH₂)_tNR¹⁵R¹⁶;

R¹³ and R¹⁴ are each independently selected from hydrogen and C₁₋₆alkyl, or

R¹³ and R¹⁴, together with the nitrogen atom to which they are bound, form a 5- or 6-membered heterocyclic ring optionally containing one additional heteroatom selected from oxygen, sulfur and N-R¹⁰, wherein the ring may be substituted by up to two C₁₋₆alkyl groups;

R¹⁵ is selected from hydrogen, C₁₋₆alkyl and -(CH₂)_q-C₃₋₇cycloalkyl optionally substituted by C₁₋₆alkyl,

R¹⁶ is selected from hydrogen and C₁₋₆alkyl, or

R¹⁵ and R¹⁶, together with the nitrogen atom to which they are bound, form a 5- or 6-membered heterocyclic ring optionally containing one additional heteroatom selected from oxygen, sulfur and N-R¹⁰;

X and Y are each independently selected from hydrogen, methyl and halogen;

m, n, p and q are each independently selected from 0, 1 and 2;

r and s are each independently selected from 0 and 1; and

t is selected from 0, 1, 2 and 3;

with the proviso that when A is substituted by -(CH₂)_mheteroaryl and m is 0, the -(CH₂)_mheteroaryl group is not a 5-membered heteroaryl ring optionally substituted by C₁₋₂alkyl;

or a pharmaceutically acceptable derivative thereof.

2. (original) A compound according to claim 1 wherein A is a fused 5-membered heteroaryl ring containing up to two heteroatoms independently selected from oxygen and nitrogen.

3. (currently amended) A compound according to claim 1 ~~or claim 2~~ wherein R^1 is methyl.
4. (currently amended) A compound according to claim 1 ~~any one of the preceding claims~~ wherein R^2 is $-\text{CO}-\text{NH}-(\text{CH}_2)_q-\text{R}^7$.
5. (currently amended) A compound according to claim 1 ~~any one of the preceding claims~~ wherein A is substituted by $-(\text{CH}_2)_m$ heteroaryl wherein the heteroaryl is a 5- or 6-membered heteroaryl ring containing up to two heteroatoms independently selected from oxygen and nitrogen.
6. (original) A compound according to claim 5 wherein the the heteroaryl is optionally substituted by one or two substituents independently selected from oxo, C_{1-6} alkyl, halogen, $-\text{OR}^3$, $-\text{NR}^3\text{R}^4$ and $-(\text{CH}_2)_n\text{CONR}^3\text{R}^4$.
7. (original) A compound according to claim 6 wherein the heteroaryl is substituted by one or two substituents independently selected from oxo and C_{1-6} alkyl.
- 8.(currently amended) A compound according to claim 1 ~~any one of claims 1 to 4~~ wherein A is substituted by $-(\text{CH}_2)_m$ aryl wherein the aryl is phenyl.
9. (original) A compound according to claim 8 wherein the aryl is substituted by one or two substituents independently selected from C_{1-6} alkyl, halogen, $-\text{CN}$, trifluoromethyl, $-\text{OR}^3$, $-\text{NR}^3\text{R}^4$, $-(\text{CH}_2)_n\text{CONR}^3\text{R}^4$ and $-\text{S}(\text{O})_p\text{R}^3$.
10. (currently amended) A compound according to claim 1 ~~any one of the preceding claims~~ wherein X is hydrogen or fluorine.
11. (original) A compound according to claim 1 substantially as hereinbefore defined with reference to any one of Examples 1 to 82, or a pharmaceutically acceptable derivative thereof.
12. (original) A compound selected from:
N-cyclopropyl-3-fluoro-4-methyl-5-(1-phenyl-1*H*-indazol-5-yl)benzamide;
N-cyclopropyl-3-fluoro-5-[1-(4-fluorophenyl)-1*H*-indazol-5-yl]-4-methylbenzamide;
N-cyclopropyl-3-fluoro-5-[1-(4-fluoro-2-methylphenyl)-1*H*-indazol-5-yl]-4-methylbenzamide;
N-cyclopropyl-3-fluoro-4-methyl-5-{1-[4-(4-morpholinyl)phenyl]-1*H*-indazol-5-yl}benzamide;

N-ethyl-3-fluoro-4-methyl-5-(1-phenyl-1*H*-indazol-5-yl)benzamide;
N-(cyclopropylmethyl)-3-fluoro-4-methyl-5-(1-phenyl-1*H*-indazol-5-yl)benzamide;
N-cyclopropyl-3-fluoro-4-methyl-5-{1-[4-(methylsulfonyl)phenyl]-1*H*-indazol-5-yl}benzamide;
N-cyclopropyl-3-fluoro-4-methyl-5-(1-{4-[2-(methylamino)-2-oxoethyl]phenyl}-1*H*-indazol-5-yl)benzamide;
N-cyclopropyl-3-[1-(4-{[2-(dimethylamino)ethyl]amino}phenyl)-1*H*-indazol-5-yl]-5-fluoro-4-methylbenzamide;
N-cyclopropyl-3-fluoro-4-methyl-5-{1-[4-(tetrahydro-2*H*-pyran-4-ylamino)phenyl]-1*H*-indazol-5-yl}benzamide;
N-cyclopropyl-3-fluoro-4-methyl-5-(1-{4-[(tetrahydro-2-furanylmethyl)amino]phenyl}-1*H*-indazol-5-yl)benzamide;
N-cyclopropyl-3-(1-{4-[(2,3-dihydroxypropyl)amino]phenyl}-1*H*-indazol-5-yl)-5-fluoro-4-methylbenzamide;
N-cyclopropyl-3-fluoro-4-methyl-5-{3-[4-(methyloxy)phenyl]-1,2-benzisoxazol-6-yl}benzamide;
N-cyclopropyl-3-fluoro-5-[3-(4-hydroxyphenyl)-1,2-benzisoxazol-6-yl]-4-methylbenzamide;
N-cyclopropyl-3-fluoro-4-methyl-5-{1-[(1-oxido-2-pyridinyl)methyl]-1*H*-indazol-5-yl}benzamide;
N-ethyl-3-[3-(4-fluorophenyl)-1*H*-indazol-6-yl]-4-methylbenzamide;
N-cyclopropyl-3-[3-(4-fluorophenyl)-1*H*-indazol-6-yl]-4-methylbenzamide;
N-ethyl-4-methyl-3-{3-[4-(methyloxy)phenyl]-1*H*-indazol-6-yl}benzamide;
N-cyclopropyl-4-methyl-3-{3-[4-(methyloxy)phenyl]-1*H*-indazol-6-yl}benzamide;
N-(1-ethyl-1*H*-pyrazol-5-yl)-3-fluoro-5-[3-(4-fluorophenyl)-1*H*-indazol-6-yl]-4-methylbenzamide;
3-fluoro-5-[3-(4-fluorophenyl)-1*H*-indazol-6-yl]-4-methyl-*N*-(1-methyl-1*H*-pyrazol-5-yl)benzamide;
N-ethyl-3-fluoro-5-{3-[4-fluoro-2-(methyloxy)phenyl]-1*H*-indazol-6-yl}-4-methylbenzamide;
N-(1,4-dimethyl-1*H*-pyrazol-5-yl)-3-fluoro-5-[3-(4-fluorophenyl)-1*H*-indazol-6-yl]-4-methylbenzamide; and
N-(1,4-dimethyl-1*H*-pyrazol-5-yl)-3-[3-(4-fluorophenyl)-1*H*-indazol-6-yl]-4-methylbenzamide;
or a pharmaceutically acceptable derivative thereof.

13. (Currently amended) A pharmaceutical composition comprising at least one compound according to claim 1 ~~as claimed in any one of claims 1 to 12~~, or a

pharmaceutically acceptable derivative thereof, in association with one or more pharmaceutically acceptable excipients, diluents and/or carriers.

14. (Cancelled)

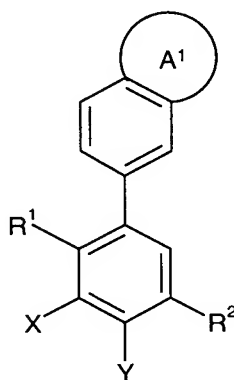
15. (Currently amended) A compound according to claim 1 ~~as claimed in any one of claims 1 to 12~~, or a pharmaceutically acceptable derivative thereof, for use in the treatment or prophylaxis of a condition or disease state mediated by p38 kinase activity or mediated by cytokines produced by the activity of p38 kinase.

16. (Currently amended) A method for treating a condition or disease state mediated by p38 kinase activity or mediated by cytokines produced by the activity of p38 kinase comprising administering to a patient in need thereof a compound according to claim 1 ~~as claimed in any one of claims 1 to 12~~, or a pharmaceutically acceptable derivative thereof.

17. (Cancelled)

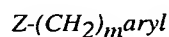
18. (Currently amended) A process for preparing a compound of formula (I) according to claim 1 ~~as claimed in any one of claims 1 to 12~~, or a pharmaceutically acceptable derivative thereof, which comprises

(a) reacting a compound of formula (II)



(II)

in which R¹, R², X and Y are as defined in claim 1 and A¹ is an unsubstituted fused 5-membered heteroaryl ring with a halide derivative of formula (IIIA) or (IIIB)



(IIIA)

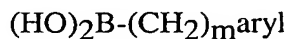


(IIIB)

in which $-(CH_2)_m^{\text{aryl}}$ and $-(CH_2)_m^{\text{heteroaryl}}$ are as defined in claim 1 and Z is halogen,

in the presence of a base,

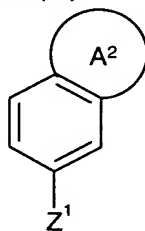
or, when A is substituted by $-(CH_2)_m^{\text{aryl}}$ wherein m is 0, reacting the compound of formula (II) with a boronic acid compound of formula (IV)



(IV)

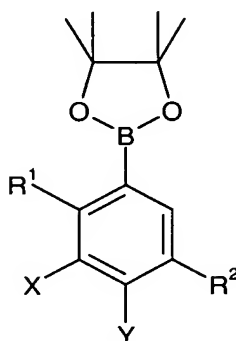
in which $-(CH_2)_m^{\text{aryl}}$ is as defined in claim 1,

(b) reacting a compound of formula (V)

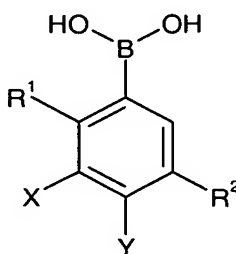


(V)

in which A² is A as defined in claim 1 and Z¹ is halogen,
 with a compound of formula (VIA) or (VIB)



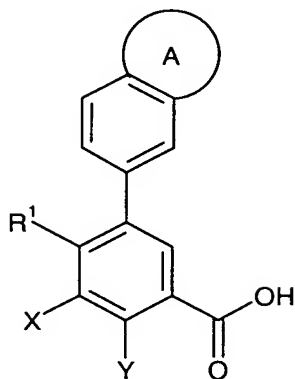
(VIA)



(VIB)

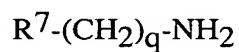
in which R^1 , R^2 , X and Y are as defined in claim 1,
 in the presence of a catalyst;

(c) reacting a compound of formula (XVI)



(XVI)

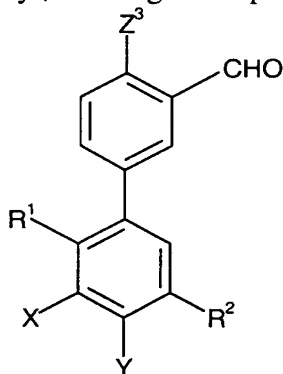
in which A, R^1 , X and Y are as defined in claim 1,
 with an amine compound of formula (XV)



(XV)

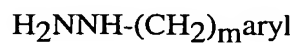
in which R^7 and q are as defined in claim 1,
 under amide forming conditions;

d) when A is a fused pyrazolyl, reacting a compound of formula (XVII)

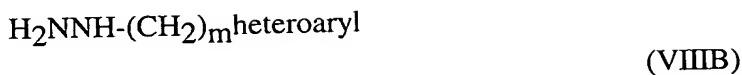


(XVII)

in which R^1 , R^2 , X and Y are as defined in claim 1 and Z^3 is halogen,
 with a hydrazine derivative of formula (VIII A) or (VIII B)

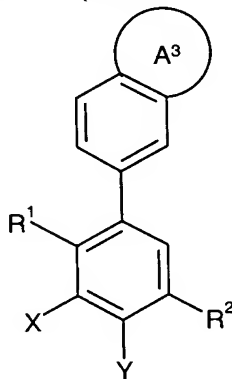


(VIII A)



in which $-(\text{CH}_2)_m\text{aryl}$ and $-(\text{CH}_2)_m\text{heteroaryl}$ are as defined in claim 1;

(e) reacting a compound of formula (XVIII)



(XVIII)

in which R¹, R², X and Y are as defined in claim 1 and A³ is a fused 5-membered heteroaryl ring substituted by halogen, with a suitable boronic acid derivative; or

(f) final stage modification of one compound of formula (I) as defined in claim 1 to give another compound of formula (I) as defined in claim 1.

19. (new). A compound according to claim 2 wherein R¹ is methyl.

20. (new) A compound according to claim 2 wherein R² is $-\text{CO}-\text{NH}-(\text{CH}_2)_q-\text{R}^7$.

21. (new) A compound according to claim 19 wherein R² is $-\text{CO}-\text{NH}-(\text{CH}_2)_q-\text{R}^7$.

22. (new) A pharmaceutical composition comprising at least one compound according to claim 12, or a pharmaceutically acceptable derivative thereof, in association with one or more pharmaceutically acceptable excipients, diluents and/or carriers.